Johnson Frank L
Form 4
October 26, 2012

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson Frank L

(Last) (First) (Middle)

570 LEXINGTON AVENUE, 27TH FLOOR,

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FORWARD INDUSTRIES INC [FORD]

3. Date of Earliest Transaction (Month/Day/Year)
10/24/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Member of 13(d) group

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share (1)	10/24/2012		X		410,961	D	$ 1.8	433,478	I	By LaGrange Capital Partners, L.P. (2)
Common Stock, par value $0.01 per share (1)	10/24/2012		X		95,772	D	$ 1.8	94,370	I	By LaGrange Capital Partners Offshore Fund, Ltd.

(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Call Option (obligation to sell) (1) (4)	$ 1.8	10/24/2012		E(4)			410,961	(5)	10/24/2012(5)	Common Stock	410
Call Option (obligation to sell) (1) (4)	$ 1.8	10/24/2012		E(4)			95,772	(5)	10/24/2012(5)	Common Stock	95,
Put Option (right to sell) (1) (4)	$ 1.8	10/24/2012		X(4)			410,961	(5)	10/24/2012(5)	Common Stock	410
Put Option (right to sell) (1) (4)	$ 1.8	10/24/2012		X(4)			95,772	(5)	10/24/2012(5)	Common Stock	95,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Frank L 570 LEXINGTON AVENUE, 27TH FLOOR NEW YORK, NY 10022	X			Member of 13(d) group
LaGrange Capital Partners LP 570 LEXINGTON AVENUE, 27TH FLOOR NEW YORK, NY 10022				Member of 13(d) group
LaGrange Capital Management, LLC 570 LEXINGTON AVENUE 27TH FL NEW YORK, NY 10022				Member of 13(d) group
LAGRANGE CAPITAL PARTNERS OFFSHORE FUND LTD 73 FRONT ST HAMILTON, A1 000000				Member of 13(d) group
LaGrange Capital Administration, L.L.C. 570 LEXINGTON AVENUE, 27TH FLOOR NEW YORK, NY 10022				Member of 13(d) group

Signatures

/S/ Frank L. Johnson	10/25/2012
**Signature of Reporting Person	Date
/S/ LaGrange Capital Partners, L.P., By LaGrange Capital Management, L.L.C., its General Partner, by Frank L. Johnson, its sole member	10/25/2012
**Signature of Reporting Person	Date
/S/ LaGrange Capital Partners Offshore Fund, Ltd., By LaGrange Capital Administration, L.L.C., its Investment Manager, By Frank L. Johnson, its Managing Member	10/25/2012
**Signature of Reporting Person	Date
/S/ LaGrange Capital Management, L.L.C., By Frank L. Johnson, its sole member	10/25/2012
**Signature of Reporting Person	Date
/S/ LaGrange Capital Administration, L.L.C., By Frank L. Johnson, its Investment Manager	10/25/2012
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 4 is filed jointly by LaGrange Capital Partners, L.P. ("Capital Partners"), LaGrange Capital Partners Offshore Fund, Ltd. ("Capital Partners Offshore Fund"), LaGrange Capital Management, L.L.C. ("Capital Management"), LaGrange Capital Administration, L.L.C. ("Capital Administration") and Frank L. Johnson. Each of the Reporting Persons is a member of a Schedule 13(d) group with respect to the securities of the Issuer that beneficially owns approximately 6.5% of the Issuer's oustanding shares of common stock. As members of the group, each of the Reporting Persons may be deemed to beneficially own the securities of the Issuer beneficially owned by the other members of the group. Each of the Reporting Persons disclaims beneficial ownership of the securities of the Issuer beneficially owned by the other members of the group except to the extent of his or its pecuniary interest therein.

(2) Shares beneficially owned by Capital Partners. As the general partner of Capital Partners, Capital Management may be deemed to beneficially own the Shares owned beneficially by Capital Partners. As the sole member of Capital Management, Frank L. Johnson may be deemed to beneficially own the Shares beneficially owned by Capital Partners.

(3) Shares beneficially owned by Capital Partners Offshore Fund. As the investment manager of Capital Partners Offshore Fund, Capital Administration may be deemed to beneficially own the Shares beneficially owned by Capital Partners Offshore Fund. As the managing member of Capital Administration, Frank L. Johnson may be deemed to beneficially own the Shares beneficially owned by Capital Partners Offshore Fund.

(4) The Reporting Persons previously granted an option to purchase an aggregate of 506,733 Shares at an exercise price of $1.80 per Share (the "Option") to Terence Bernard Wise ("Purchaser"). The Reporting Persons had a reciprocal right to put such Shares to the Purchaser on the same terms, which put right was exercised on 10/24/12.

(5) The Option was originally exercisable by Purchaser on June 8, 2013 and by the Reporting Persons at any time during the term of the Option. Under the terms of the Option, the Option was to terminate at the earliest of (i) the closing of the exercsie of the Option, (ii) the effective date of a Corporate Transaction, as defined in the Option, (iii) June 8, 2013 or (iv) the date that the Purchaser and the Reporting Persons voluntarily terminate the Option by a writing signed by each thereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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